

**VERSION WITH MARKINGS TO SHOW CHANGES MADE:**

**In the Specification** (bracketed parts deleted and underline parts added):

In the paragraph beginning at page 8, line 31:

As best illustrated in Figures 1 through 5, the lighted and content-organizing carrying case 10 generally comprises a handbag assembly including a bag 11 having walls 12, a main compartment 14 and an opening into the main compartment 13, and also including a side compartment 15 and a cover member 16 having an edge securely and conventionally attached to the bag 11 and being removably closed over the side compartment 15 and a fastening member 17 for closing the cover member 16 over the side compartment 15, and further including a carrying strap 19 having ends securely and conventionally attached to the bag 11, and also including a fastener 18 for closing the opening 13 into the main compartment 14, and further including a plurality of pockets 25-30 securely and conventionally attached to the bag 11, and also including light-emitting means removably attached to the bag 11. The handbag assembly also includes a mirror [19] 20 securely and conventionally attached to the cover member 16, and further includes a coin pouch 23 securely and conventionally attached to the bag 11 in the side compartment 15 and being closeable with a zipper member 24, and also includes a hook assembly being securely and conventionally attached to one of the walls 12 of the bag 11 in the main compartment 14 for holding keys and mace. The fastening member 17 is essentially a zipper being securely attached and sewn about a perimeter of the side compartment 15 and along a perimeter of the cover member 16. The fastener 18 for closing the opening 13 into the main compartment 14 includes a draw string conventionally disposed about an exterior of one of the walls 12 of the bag 11 near

the opening 13 and being adapted to cinch close the opening 13. The handbag assembly further includes an identification card holder 21 securely and conventionally attached to one of the walls 12 of the bag 11 in the side compartment 15 and having a transparent wall 22 to allow an identification card to be visible in the identification card holder 21. The plurality of pockets 25-30 includes a first pocket 25 being securely and conventionally attached to one of the walls 12 of the bag 11 in the main compartment 14 and being adapted to hold a cell phone 46, and also includes a second pocket 26 being securely and conventionally attached to one of the side walls 12 of the bag 11 in the main compartment 14 and being adapted to hold a pager device 47, and further includes a third pocket 27 also being securely and conventionally attached to one of the side walls 12 of the bag 11 in the main compartment 14 and being adapted to hold lipstick 48, and also includes a fourth pocket 28 being securely and conventionally attached to one of the side walls 12 of the bag 11 in the main compartment 14 and having a plurality of separated compartments 31 which are adapted to hold writing instruments 49 and pads of paper, and further includes a fifth pocket 29 being securely and conventionally attached to an exterior of one of the walls 12 of the bag 11 and having a flap portion 32 for closing the fifth pocket 29 and being adapted to hold business cards 51, and also includes a plurality of pocket members 30 being securely and conventionally attached to one of the walls 12 of the bag 11 in the side compartment 15 and being arranged one on top of another in a column and being adapted to hold cards 50 such as credit cards. The light-emitting means includes tubular light-emitting holders 33 each having a side wall 38 and an open end 40, and also includes light-emitting members 34 being disposed in the tubular light-emitting holders 33, and further includes batteries 36 conventionally disposed in the light-emitting holders 33 and being

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connected with wires to the light-emitting members 34, and also includes on/off switches 35 being movably and conventionally disposed at the open ends 40 of the light-emitting holders 33 and being connected with the wires to the light-emitting members 34 and to the batteries 36 for energizing the light-emitting members 34, and further includes hook and loop fasteners 37 being securely and conventionally attached to an exterior of the side walls 38 of the light-emitting holders 33 and to one of the walls 12 of the bag 11 in the main compartment 14 for removably fastening the light-emitting holders 33 to the bag 11. Each of the light-emitting holders 33 includes a plurality of holes 39 being spaced apart and along a length of and disposed through the side wall 38 thereof with each of the holes 39 being adapted to receive a respective light-emitting member 34 which is extended through the hole 39. The hook assembly includes a loop member 41 securely and conventionally attached to one of the walls 12 of the bag 11 in the main compartment [15] 14, and also includes an eyelet 42 being securely and conventionally attached to the loop member 41, and further includes a hook member 43 being securely and conventionally attached to the eyelet 42 and having a hook [43] 44 and a latch [44] 45 movably attached to the hook [43] 44 for securely holding keys and mace in the main compartment 14.

**In the Claims** (bracketed parts deleted and underline parts added):

1. (Amended) A lighted and content-organizing carrying case comprising:

a handbag assembly including a bag having walls, a main compartment and an opening into said main compartment, [and] said handbag assembly also including a side compartment and a cover member [being] removably [closed] closing over said side compartment, and a fastening member for [closing] holding said